

**ARTICLES OF INCORPORATION
OF
BELL LOFTS UNIT OWNERS ASSOCIATION**

The undersigned person (the "Incorporator"), for the purpose of forming a nonprofit corporation pursuant to the New Mexico Nonprofit Corporation Act, Sections 53-8-1 through 53-8-99 NMSA 1978, as amended and supplemented, (the "Act"), hereby certifies as follows:

**ARTICLE I
NAME**

The name of the corporation is BELL LOFTS UNIT OWNERS ASSOCIATION.

**ARTICLE II
DURATION**

The corporation shall have perpetual duration.

**ARTICLE III
PURPOSES, POWERS AND LIMITATIONS**

Purposes

The corporation is organized and will be operated exclusively as the Association of Unit Owners in the condominium project known as Bell Trading Post Lofts Condominium (the "Condominium"), as referred to in the Declaration of Condominium and of Covenants, Conditions and Restrictions for Bell Trading Post Lofts Condominium, as may be amended from time to time (the "Declaration"), creating a condominium regime pursuant to the New Mexico Condominium Act (Sections 47-7A-1 through 47-7D-20 NMSA 1978, as amended and supplemented) (the "Condominium Act") and establishing a plan of development for the Condominium, the Declaration having been recorded in the records of the County Clerk of Bernalillo County, New Mexico.

By way of additional explanation and not of limitation, the corporation is being formed to:

- (a) perform all obligations and duties of the Association and exercise all rights and powers of the Association, as specified in the Declaration and in the Bylaws duly adopted by the corporation, as may be amended from time to time (the "Bylaws"), and as provided by law; and
- (b) provide an entity to help promote and protect the interests of the Unit Owners in the Condominium.

The corporation does not contemplate pecuniary gain or benefit, direct or indirect, to its members.

Powers

In furtherance of its purposes, the corporation shall have all the powers conferred upon nonprofit corporations under New Mexico law in effect from time to time and, in particular, shall have the following powers, which, unless otherwise provided in the Declaration or Bylaws, may be exercised by the Board of Directors:

(a) all the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, the Declaration or the Condominium Act, including without limitation, the following powers to:

(i) fix and to collect assessments or other charges to be levied with respect to the Condominium and the Properties;

(ii) manage, control, operate, maintain, repair, and improve the Common Elements and facilities and property subsequently acquired by the corporation, or any property owned by another, for which the corporation, by law, rule, regulation, or under the Declaration or other contract, has a right or duty to provide such services;

(iii) enforce covenants, conditions, easements or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

(iv) engage in activities which will foster, promote, and advance the common interests of all owners of Units in the Condominium; and

(v) act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals; and

(b) adopt Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration or the Condominium Act.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law, and the powers specified in each of the paragraphs of this Article III. The exercise by the corporation of its powers shall be subject to the limitations stated in these Articles, the Declaration, and Section 528 of the Internal Revenue Code of 1986, as amended.

Limitations

The corporation, in the furtherance of its purposes and the exercise of its powers, shall be subject to the following limitations:

(a) The corporation shall receive at least 60% of its gross income from membership dues, fees, or assessments from the members.

(b) The corporation shall expend ninety percent (90%) or more of all its funds to operate, manage and maintain the Condominium.

(c) The corporation shall not permit any part of its net earnings to inure to the benefit of any member or private individual other than by maintaining and managing the Condominium or by a rebate of excess membership dues, fees, and assessments.

ARTICLE IV MEMBERSHIP

The corporation shall be a membership corporation without certificates or shares of stock. All unit owners, by virtue of their ownership of units in the Condominium, are members of the Association. The members shall be entitled to one or more votes for each Unit in which they hold the interest required for membership, as further provided, and subject to the restrictions contained, in the Declaration. Pursuant to Section 47-7C-1 NMSA 1978, upon termination of the Condominium, the members shall consist of all of the unit owners at time of termination entitled to distribution of proceeds under 47-7B-18 NMSA 1978, or their heirs, successors or assigns.

ARTICLE V BOARD OF DIRECTORS

The business and affairs of the corporation shall be conducted, managed, and controlled by a Board of Directors. The Board shall consist of not less than three (3) nor more than five (5) members, the specific number to be set from time to time pursuant to the Bylaws. The initial Board of Directors shall consist of three (3) members as follows:

<u>Name</u>	<u>Address</u>
Ricky E. Davis	8220-B Louisiana Blvd. NE Albuquerque, NM 87113
Lori D. Weber	P.O. Box 91525 Albuquerque, NM 87199-1525
Lee S. Blaugrund	1401 Central Avenue NW Albuquerque, NM 87104

The methods of election and term of office, removal and filling of vacancies shall be as set forth in the Bylaws. The Board may delegate such operating authority to such companies, individuals, or committees as the Board, in its discretion, may determine.

ARTICLE VI DISSOLUTION

The corporation may be dissolved only as provided in the Declaration and by the laws of New Mexico.

ARTICLE VII AMENDMENTS

These Articles may be amended as provided in the Act, provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall be effective to impair or dilute any rights of members, as set forth in the Declaration or in the Act that are governed by such Declaration.

ARTICLE VIII INDEMNIFICATION

(a) Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation, and any person who, while a director of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of any foreign or domestic corporation or nonprofit corporation, cooperative, partnership, joint venture, trust, other incorporated or unincorporated enterprise or employee benefit plan or trust, shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer breached or failed to perform his or her duties and that such breach or failure to perform constituted recklessness or willful misconduct or the breach of a duty owed by law to the corporation by such person. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer (or such heirs, executors, or administrators) may be entitled apart from this Section. All liability, loss, damage cost and expense incurred or suffered by the corporation in connection with the foregoing indemnification provision shall be treated and handled by the corporation as Common Expenses.

(b) In any action by a person claiming to be entitled to indemnification pursuant to the Articles of Incorporation, it shall be a defense to any such action that the claimant has not complied with the standards of conduct permitting indemnification under the provisions of the

Nonprofit Corporation Act. Any prior determination by the Association (including its Board, independent counsel, or the Owners) of the eligibility or ineligibility of claimant for indemnification due to the standards of conduct set forth in the Nonprofit Corporation Act shall not be a defense to the action or create any presumption as to the eligibility of claimant for indemnification.

(c) The Association may maintain insurance, at its expense, to protect itself and any director or officer, or any related corporation, trust or other incorporated or unincorporated enterprise against any such expense, liability or loss, whether or not the Association would have the power to indemnify such person against such expense, liability or loss under the provisions of the Nonprofit Corporation Act.

**ARTICLE IX
REGISTERED AGENT AND OFFICE**

The initial registered office of the corporation, and its initial principal office, is 8220 Louisiana Blvd. NE, Suite B, Albuquerque NM, 87113, and the initial registered agent at such address is Ricky E. Davis.

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is as follows:

Robert Pampell
117 Bryn Mawr Dr. SE
Albuquerque, NM 87106

Capitalized terms used and not defined in these Articles shall have the meanings assigned to such terms in the Declaration or, if not defined in the Declaration, in the Condominium Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on _____, 2008.

ROBERT PAMPELL, Incorporator